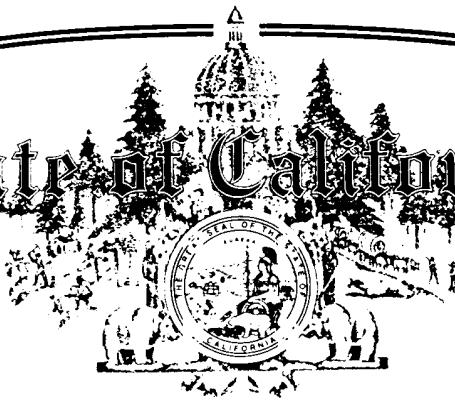


State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 20 2003



Kevin Shelley
Secretary of State

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FILED
In the office of the Secretary of State
of the State of California

DEC 23 1999

Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
TELEDYNE INDUSTRIES, INC.

We, James L. Murdy and Jon D. Walton, of TELEDYNE INDUSTRIES, INC. (the "Corporation"), duly organized and existing under the laws of the State of California, do hereby certify:

1. That we are the President, and Senior Vice President and Secretary, respectively, of this corporation.
2. That the board of directors has approved an amendment to the Articles of Incorporation of this Corporation.
3. The amendment so approved by the board of directors is as follows:

Article One of the Articles of Incorporation of this Corporation is amended to read as follows:

ONE: The name of the corporation is:

TDY Industries, Inc.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of the sole shareholder in accordance with Section 902 of the California Corporation Code. That the wording of said amendment as approved is the same as that set forth above.

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed in Pittsburgh, Pennsylvania this 9th day of December, 1999.

James L. Murdy
James L. Murdy
President

Jon D. Walton

Jon D. Walton
Senior Vice President and
Secretary

